

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Comcast Cable Communications, LLC,)
on behalf of its subsidiaries and affiliates)
) CSR No. _____
For Determination of Effective Competition in:)
Gloucester, Massachusetts (MA0136))

To: Office of the Secretary
Attn: Chief, Media Bureau

PETITION FOR SPECIAL RELIEF

Comcast Cable Communications, LLC, on behalf of its subsidiaries and affiliates (“Comcast”), pursuant to Sections 76.7 and 76.907 of the Commission’s rules,¹ requests that the Commission determine that Comcast faces “effective competition” in the Gloucester, Massachusetts franchise area (the “Franchise Area”).

The Communications Act of 1934, as amended (the “Act”), and the Commission’s rules provide that cable television rates may be regulated only in the absence of effective competition.² Cable operators are entitled to demonstrate that effective competition exists on a franchise-by-franchise basis.³ When a cable operator demonstrates that effective competition exists within a franchise area, cable rates in the affected area are no longer subject to regulation.⁴

¹ 47 C.F.R. §§ 76.7 and 76.907.

² 47 U.S.C. § 543(a)(2); 47 C.F.R. § 76.905(a).

³ 47 C.F.R. § 76.907.

⁴ See *Implementation of Sections of the Cable Television Consumer Protection and Competition Act of 1992, Rate Regulation*, 8 FCC Rcd. 5631, ¶ 42 (1993) (“Rate Order”).

Under the test set forth in Section 623(l)(1)(B) of the Act and Section 76.905(b)(2) of the Commission's rules (the "Competing Provider Test"), a cable system will be deemed subject to effective competition if:

- (i) the franchise area is served by at least two unaffiliated multichannel video programming distributors ("MVPDs"), each of which offers comparable programming to at least 50 percent of the households in the franchise area; and
- (ii) the number of households subscribing to multichannel video programming offered by MVPDs other than the largest MVPD exceeds 15 percent of the households in the franchise area.⁵

As demonstrated below, the Competing Provider Test is satisfied in the Franchise Area because two unaffiliated MVPDs offer comparable programming to over 50 percent of the Franchise Area's households and the reported penetration rate for these MVPD competitors exceeds the 15 percent threshold.

THE COMPETING PROVIDER TEST IS SATISFIED IN THE FRANCHISE AREA

The two prongs of the Competing Provider Test are straightforward and objective. Both prongs of this test are satisfied in the Franchise Area.

1. More Than Two Unaffiliated MVPDs Offer Comparable Programming to Over 50 Percent of the Households in the Franchise Area.

The first prong of the Competing Provider Test requires that a franchise area must be served by "at least two unaffiliated multichannel video programming distributors...."⁶ This requirement is satisfied because the two major direct broadcast satellite providers (DirecTV, Inc. and Dish Network Corp.) ("DBS Providers") are unaffiliated with Comcast and offer comparable programming to more than 50 percent of the households in the Franchise Area.

⁵ 47 U.S.C. § 543(l)(1)(B)(i) and (ii); 47 C.F.R. § 76.905(b)(2)(i) and (ii).

⁶ 47 U.S.C. § 543(l)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i). Section 602 of the Communications Act of 1934, as amended, defines "multichannel video programming distributors" to include cable operators, as well as DBS and MMDS providers. See 47 U.S.C. § 522(13).

MVPD service is deemed “offered” where it is both technically and actually available.⁷ DBS service is presumed to be “technically available” throughout the country due to its nationwide satellite footprint.⁸ As such, Comcast’s Franchise Area is entirely within the satellite footprint of both DirecTV and Dish Network.

DBS service is presumed to be “actually available” if households in a franchise area are “reasonably aware” that the service is available.⁹ The Commission has stated that “a party may use evidence of penetration rates in the franchise area (the second prong of the competing provider test ...) coupled with the ubiquity of DBS services to show that consumers are reasonably aware of the availability of DBS service.”¹⁰ DirecTV and Dish Network are among the largest MVPDs in the nation.¹¹ With approximately 34 million DBS subscribers

⁷ *Rate Order* ¶ 29.

⁸ See *MediaOne of Georgia, Inc.; Petition for Revocation of the Certification of Gwinnett County, Georgia*, 12 FCC Rcd. 19406, ¶ 5 n.16 (1997) (citing *Rate Order*, at 5660-5661).

⁹ See *Rate Order* ¶ 32 (citations omitted). See also *Charter Communications, LLC d/b/a Charter Communications Petition for Determination of Effective Competition in Fourteen North Carolina Communities et al.*, 19 FCC Rcd. 7003, ¶ 4 (2004).

¹⁰ *Comcast Cable Communications, LLC Petition for Determination of Effective Competition in Various Michigan Communities*, 23 FCC Rcd. 9595, ¶ 5 (2008) (“*Comcast – Various Michigan Communities*”) (citing *Mediacom Illinois LLC et al., Eleven Petitions for Determination of Effective Competition in Twenty-Two Local Franchise Areas in Illinois and Michigan*, 21 FCC Rcd. 1175 (2006)). Thus, the Commission has not required the production of advertising to demonstrate that households in the franchise area are “reasonably aware” of the availability of DBS service. See *Bright House Networks, LLC Petition for Determination of Effective Competition (Lake Alfred and Dundee, FL)*, 22 FCC Rcd. 4390, ¶ 6 (2007) (“*Bright House Networks – Florida*”) (“Over more than ten years, we have made hundreds of findings that households in particular franchise areas are reasonably aware that they may purchase DBS services based on localized evidence. These accumulated showings amount to substantial evidence that households in all franchise areas are reasonably aware that they may purchase DBS services. In at least one earlier reported decision, we found households in a franchise area to be reasonably aware that they may purchase DBS service solely based on evidence of DBS’s nationwide growth and local subscriptions, without reference to advertising or other promotion.”).

¹¹ See *Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming (Fourteenth Order)*, 27 FCC Rcd. 8610, ¶ 31 (2012) (“*14th Report*”).

nationwide¹² (comprising approximately 34 percent of all MVPD subscribers),¹³ extensive DBS advertising, and DBS penetration in the Franchise Area, it is clear that consumers throughout the Franchise Area are “reasonably aware” of the availability of Comcast’s DBS competitors.¹⁴

The Competing Provider Test also requires that the programming offered by these competing providers must be “comparable” to the programming offered by the petitioning cable operator.¹⁵ The Commission’s rules expressly define comparable programming as “at least 12 channels of video programming, including at least one channel of nonbroadcast service programming.”¹⁶ The Commission has repeatedly recognized that the DBS Providers offer comparable programming to Comcast and other cable operators under the Commission’s Competing Provider Test.¹⁷ Each of the DBS Providers offer well over 100 video channels, most of which are non-broadcast services.¹⁸ And, as shown in the attached channel line-up, Comcast’s

¹² See Press Release, DirecTV, *DirecTV Announces Fourth Quarter and Full Year 2012 Results* (Feb. 14, 2013) (reporting that, as of December 31, 2012, DirecTV (US) had 20.084 million subscribers), available at <http://investor.directv.com/releasedetail.cfm?ReleaseID=740312>; Press Release, DISH Network, *DISH Reports Year End 2012 Financial Results* (Feb. 20, 2013) (reporting that, as of December 31, 2012, Dish Network had approximately 14.056 million subscribers), available at <http://dish.client.shareholder.com/releasedetail.cfm?ReleaseID=741643>.

¹³ See 14th Report ¶ 31. See also Georg Szalai, *U.S. Pay-TV Industry Sub Growth Hits Low in 2012*, *The Hollywood Reporter*, Mar. 11, 2013 (citing SNL Kagan report of 100.4 million video subscribers by the end of 2012), available at <http://www.hollywoodreporter.com/news/us-pay-tv-industry-growth-427390>.

¹⁴ See, e.g., *Comcast – Various Michigan Communities* ¶ 5; *Bright House Networks – Florida* ¶ 6.

¹⁵ See 47 U.S.C. § 543(l)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i).

¹⁶ 47 C.F.R. § 76.905(g).

¹⁷ See, e.g., *Comcast Cablevision of Maryland, Inc., Petitions for Determination of Effective Competition (Charles County, MD)*, 19 FCC Rcd. 7130, ¶ 4 (2004) (“We find that the programming of DBS providers satisfies the Commission’s program comparability criterion because DBS providers offer more than 12 channels of video programming, including more than one non-broadcast channel.”).

¹⁸ See Channel Line-up of DirecTV and Dish Network, attached hereto as Exhibit 1.

programming service offerings in the Franchise Area are substantially similar to the DBS Providers' programming services.¹⁹

Based on the above facts, the first prong of the Competing Provider Test is satisfied in the Franchise Area.²⁰

2. The Competing DBS Providers Serve More Than 15 Percent of the Households In the Franchise Area.

The second prong of the Competing Provider Test requires that the aggregate subscribership of competing MVPDs, other than the largest MVPD, exceeds 15 percent of franchise area households.²¹

DBS Providers track their subscribers according to the ZIP Codes where each subscriber resides, rather than by political jurisdiction. In this case, Comcast relied on ZIP+4 codes associated with the Franchise Area in order to determine the number of DBS subscribers within the Franchise Area. The Commission has previously accepted ZIP+4 codes as "reasonable and sufficiently reliable for purposes of determining the presence of effective competition,"²² and stated its preference for this approach.²³

¹⁹ See Comcast Channel Line-up, attached hereto as Exhibit 2.

²⁰ All of the legal positions taken above regarding the first prong of the Competing Provider Test were confirmed by the Commission in *Comcast Cable Communications, LLC, Petition for Determination of Effective Competition in Nine Minnesota Franchise Areas*, DA 13-862, ¶ 6 (rel. Apr. 24, 2013), and *Comcast Cable Communications, LLC, Petition for Determination of Effective Competition in Six Blaine, Minnesota Franchise Areas*, DA 13-863, ¶ 7 (rel. Apr. 24, 2013).

²¹ 47 U.S.C. § 543(l)(1)(B)(ii); 47 C.F.R. § 76.905(b)(2)(ii).

²² *Cable One, Inc. Petition for Determination of Effective Competition in Pocatello, Idaho*, 18 FCC Rcd. 12792, ¶ 8 (2003) (quoting *Falcon Cable Systems II, a California Limited Partnership, d/b/a Charter Communications Petition for Determination of Effective Competition in Twelve Oregon Cities*, 17 FCC Rcd. 4648 (2002)).

²³ See Public Notice, "Commission Announces New Standards for Showings of Effective Competition For Cable Service," 23 FCC Rcd. 12067 (2008); Public Notice, "Commission Clarifies Standards for Evidence of Competing Provider Effective Competition for Cable

To determine the relevant ZIP+4 codes for the Franchise Area, Comcast first contacted SNL Kagan (“SNL,” formerly known as “Media Business Corp.”). SNL has developed a process to accurately identify the ZIP+4 codes that correspond with the political boundaries of a particular community. This process utilizes enhanced mapping software that correlates ZIP+4 codes with political boundaries. With this software, SNL was able to identify the ZIP+4 codes that lie within the Franchise Area.²⁴

Comcast next provided all of the ZIP+4 codes identified for the Franchise Area to the Satellite Broadcasting and Communication Association (“SBCA”). SBCA is the national trade association representing the two major DBS Providers, and it has assumed the responsibility for compiling subscribership data and responding to data requests from cable operators and franchising authorities engaged in effective competition proceedings. The DBS subscriber numbers reported in the attached Effective Competition Tracking Report (“ECTR”) from SBCA reflect the total DBS subscribers within the individual ZIP+4 codes associated with the Franchise Area.²⁵

To determine whether the competing providers’ subscribership exceeds the 15 percent threshold in the Franchise Area, Comcast compared the DBS subscribership data reported by SCBA to the most recent “occupied household unit” figures reported by the U.S. Census.²⁶ This comparison yields a penetration rate of 16.42 percent for DBS Providers in the Franchise Area.²⁷

Service,” 24 FCC Rcd. 8198 (2009).

²⁴ See Letter from SNL (explaining ZIP+4 methodology), attached hereto as Exhibit 3.

²⁵ See Exhibit 4 (providing total ZIP+4-based DBS subscribership for the Franchise Area, as well as all ZIP+4 data relied on in the Petition).

²⁶ See Exhibit 5.

²⁷ See Exhibit 6.

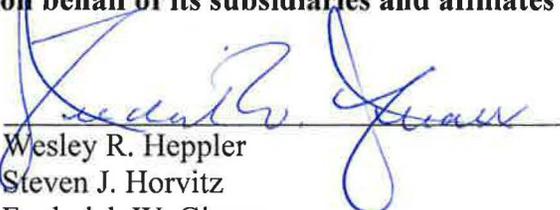
The subscriber penetration rate for the DBS Providers in the Franchise Area exceeds the 15 percent threshold required under Section 623(l)(1)(B) of the Act. Accordingly, these providers satisfy the second prong of the Competing Provider Test.²⁸

CONCLUSION

Comcast's cable system is subject to effective competition in the Franchise Area under the two-prong Competing Provider Test. Based on the straightforward and objective evidence presented herein, Comcast respectfully requests that the Media Bureau issue an order acknowledging the presence of effective competition in the Gloucester, Massachusetts Franchise Area as of the filing date of this Petition.²⁹

Respectfully submitted,

Comcast Cable Communications, LLC
on behalf of its subsidiaries and affiliates

By: 

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June 4, 2013

Its Attorneys

²⁸ Comcast has confirmed that it is the largest MVPD in the Franchise Area. *See* Declaration of Warren Fitting attached hereto.

²⁹ *See, e.g., Time Warner Entertainment-Advance/Newhouse Partnership*, 26 FCC Rcd. 3829, ¶ 28 (2011) (“Consistent with our longstanding practice, the order herein is effective as of the date the petition herein was filed.”) (footnote omitted). *See also Charter Communications Entertainment I LLC*, 26 FCC Rcd. 5975, ¶ 28 (2011).

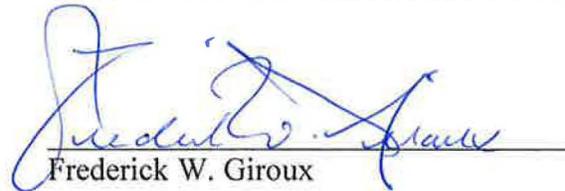
CERTIFICATION PURSUANT TO 47 C.F.R. § 76.6(a)(4)

The below-signed signatory has read the foregoing Petition for Special Relief, and to the best of my knowledge, information, and belief formed after reasonable inquiry, it is well grounded in fact and is warranted by existing law or a good faith argument for the extension, modification, or reversal of existing law; and is not interposed for any improper purpose.

Respectfully submitted,

**Comcast Cable Communications, LLC
on behalf of its subsidiaries and affiliates**

By:


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June 4, 2013

Its Attorneys

DECLARATION OF WARREN FITTING

I, Warren Fitting, declare, under penalty of perjury that:

1. I am the Executive Director of Regulatory Affairs for Comcast Cable Communications, LLC ("Comcast").
2. I have read the foregoing Petition for Special Relief ("Petition") and am familiar with the contents thereof and the matters referred to therein.
3. I have reviewed Comcast's respective cable subscriber numbers for the Franchise Area at issue in this Petition, as well as the DBS subscriber numbers provided by SBCA for the Franchise Area as described in the Petition. Comcast is the largest multichannel video programming distributor in the Gloucester Franchise Area.
4. The facts contained within the Petition are true and correct to the best of my knowledge, information, and belief.

June 4, 2013
Date

Warren A. Fitting
Warren Fitting

EXHIBIT 1

DIRECTV **ULTIMATE** package
225+ digital channels

Print channels for ZIP Code 19301

PRINT

EN ESPAÑOL

Cartoon Network (Este) HD	HD 296	ONCE México*	447	Univision Deportes	HD 455	V-me*	440
Enlace Christian Television*	448	Univision (Este)	HD 402	Univision On Demand	1402	mun2	410

NATIONALS

3net (HD)	HD 107	Discovery Fit & Health	261	ION Television West	306	RFD TV	345
A&E	HD 265	Disney Channel (East)	HD 290	Independent Film Channel (IFC)	HD 559	ReelzChannel	238
ABC Family	HD 311	Disney Channel (West)	291	Investigation Discovery (ID)	HD 285	ReelzChannel On Demand	1238
AXSTV HD	HD 340	Disney Junior Channel	HD 289	Jewelry Television	313	SOAPnet	262
AXSTV HD On Demand	1340	Disney XD	HD 292	Jewish Life Television*	366	Science Channel	HD 284
American Movie Classics (AMC)	HD 254	Documentary Channel	267	Lifetime	HD 252	ShopNBC	316
Animal Planet	HD 282	EI Entertainment	HD 236	Lifetime Movie Network	HD 253	Speed Channel	HD 607
Audience Network	HD 239	ESPN	HD 206	Lifetime Movie Network On Demand	1253	Spike	HD 241
Audience Network On Demand	1239	ESPN 3D (HD)	HD 106	Lifetime On Demand	1252	Style	235
BBC America	HD 264	ESPN2	HD 209	LinkTV	375	Style On Demand	1235
BYU TV	374	ESPNEWS	HD 207	Logo	272	Syfy Channel	HD 244
BabyFirstTV*	293	ESPNU	HD 208	Logo On Demand	1272	TBS	HD 247
Big Ten Network	HD 610	EWTN	370	MHz WORLDVIEW*	2183	TCT Network	377
Biography Channel	HD 266	FUEL TV	HD 618	MLB Network	HD 213	TLC	HD 280
Black Entertainment Television (BET)	HD 329	FX	HD 248	MSNBC	HD 356	TNT	HD 245
Bloomberg Television	HD 353	Food Network	HD 231	MTV	HD 331	TV Guide Network	273
Boomerang	298	Fox Business Network	HD 359	MTV2	333	TV Land	HD 304
Bravo	HD 237	Fox Movie Channel	258	Military Channel	287	TV Land On Demand	1304
CBS Sports Network	HD 613	Fox News Channel	HD 360	NASA TV	346	TV One	328
CMT	HD 327	Free Speech TV*	348	NBA TV	HD 216	TeenNick	303
CNBC	HD 355	Fuse	339	NBCS	HD 220	TeenNick On Demand	1303
CNBC World	357	GEM NET (Global Expansion Media Network)*	2068	NFL Network	HD 212	Tennis Channel	HD 217
CNN	HD 202	GOD TV	365	NHL Network	HD 215	The Sportsman Channel - ELNUS	605
CSPAN 1	350	GSN	233	NRB	378	The Sportsman Channel On Demand-ELNUS	1605
CSPAN 2	351	Galavision	404	Nat Geo WILD	HD 283	The Word Network	373
Cartoon Network (East)	HD 296	Golden Eagle Broadcasting*	363	National Geographic Channel	HD 276	Travel Channel	HD 277
Cartoon Network (West)	297	Golf Channel	HD 218	Nick Jr.	301	Trinity Broadcasting Network (TBN)	372
Centric	330	Great American Country	326	Nick Jr. On Demand	1301	TruTV	HD 246
Chiller	257	H2	HD 271	Nick at Nite On Demand	1801	Turner Classic Movies (TCM)	256
Christian Television Network (CTN)	376	H2 On Demand	1271	Nickelodeon (East)	HD 299	USA Network	HD 242
Church Channel	371	HITN*	438	Nickelodeon (West)	300	VH1	HD 335
Cinemoi	259	Hallmark Channel	HD 312	Nickelodeon On Demand	1300	VH1 Classic	337
Cloo	308	Headline News	HD 204	Nicktoons Network	302	Velocity	HD 281
Comedy Central	HD 249	History Channel	HD 269	OWN	HD 279	WE: Women's Entertainment	260
Cooking Channel	HD 232	Home & Garden Television (HGTV)	HD 229	Ovation	274	WGN America	HD 307
Current TV	358	Home Shopping Network	240	Oxygen	251	Weather Channel	HD 362
DIY Network	HD 230	Hope*	368	PBS	0	World Harvest Television	367
Daystar	369	Hub	294	PBS Kids Sprout	295	gmc - Uplifting Entertainment	338
Destination America	HD 286	INSP	364	Pursuit Channel	604	n3D	HD 103
Discovery Channel	HD 278	ION Television	HD 305	QVC	275		

PREMIUMS

ENCORE (East)	HD 535	ENCORE Family	542	ENCORE® ON DEMAND	1535	THE MOVIE CHANNEL™ ON DEMAND	1554
ENCORE (West)	536	ENCORE Love	537	Fox Soccer Channel	HD 619	TVG - The Interactive Horseracing Network	602
ENCORE Action	HD 541	ENCORE Suspense	539	Sundance Channel	558	The Movie Channel (East)	HD 554
ENCORE Drama	540	ENCORE Westerns	538	Sundance ON DEMAND	1558	The Movie Channel (West)	555

SATELLITE RADIO							
SONICTAP: 60's Revolution	803	SONICTAP: College Rock	831	SONICTAP: Irish	883	SONICTAP: Retro Disco	845
SONICTAP: 70's Hits	804	SONICTAP: Dance	859	SONICTAP: Italian Bistro Blend	881	SONICTAP: Rock en Espanol	878

SATELLITE RADIO							
SONICTAP: 8-Tracks	840	SONICTAP: Familiar Favorites	880	SONICTAP: Jazz	852	SONICTAP: Salsa	874
SONICTAP: 80's Hits	805	SONICTAP: Fiesta Tropical	870	SONICTAP: Latin Hits	871	SONICTAP: Showtunes	823
SONICTAP: 90's Hits	806	SONICTAP: Flashback/New Wave	839	SONICTAP: Latin Jazz	879	SONICTAP: Silky Soul	843
SONICTAP: Adult Alternative	832	SONICTAP: Folk Rock	813	SONICTAP: Light Classical	866	SONICTAP: Silver Screen	822
SONICTAP: Adult Contemporary	821	SONICTAP: Full Metal Jacket	830	SONICTAP: Love Songs	819	SONICTAP: Singer-Songwriters	836
SONICTAP: Alternative	834	SONICTAP: Gospel Glory	827	SONICTAP: Malt Shop Oldies	802	SONICTAP: Smooth Jazz	851
SONICTAP: Bailamos!	869	SONICTAP: Great Standards	855	SONICTAP: Mariachi	876	SONICTAP: Soft Hits	849
SONICTAP: Be-Tween	867	SONICTAP: Groove Lounge	824	SONICTAP: Metro Blend	853	SONICTAP: Spike	841
SONICTAP: Beautiful Instrumentals	820	SONICTAP: Hair Guitar	829	SONICTAP: Modern Country	814	SONICTAP: SubTerranean	858
SONICTAP: Big Band/Swing	801	SONICTAP: Hallelujah	828	SONICTAP: Modern Workout	860	SONICTAP: Symphonic Boombox	864
SONICTAP: Bluegrass	812	SONICTAP: Hit Country	809	SONICTAP: Musica De Las Americas	872	SONICTAP: The Playground	868
SONICTAP: Blues	854	SONICTAP: Holidays & Happenings	815	SONICTAP: New Age	856	SONICTAP: The Spirit	826
SONICTAP: Classic Hits Blend	837	SONICTAP: Honky Tonk Tavern	811	SONICTAP: Old School Funk	844	SONICTAP: Today's Hits	816
SONICTAP: Classic Jazz Vocal Blend	850	SONICTAP: Hot Jamz	825	SONICTAP: PUMP!	861	SONICTAP: Traditional Country	808
SONICTAP: Classic R&B	842	SONICTAP: Hottest Hits	818	SONICTAP: Rat Pack	807	SONICTAP: Tranquility	884
SONICTAP: Classic Rock	833	SONICTAP: Hurbano	875	SONICTAP: Reality Bites	838	SONICTAP: Y2k Hits	817
SONICTAP: Classic Rock Workout	862	SONICTAP: Hype	847	SONICTAP: Red, Rock and Blues	810	SONICTAP: Zen	857
SONICTAP: Coffeehouse Rock	848	SONICTAP: Ink'd	835	SONICTAP: Reggae	863		

LOCALS										
KYW (CBS)	HC	3	WFPA (Telefutura)	28	WPPX (ION)	61	WWSI (Telemundo)	HC	62	
NJN (PBS)		23	WHYY (PBS)	HC	12	WPSG (CW)	HC	57	WYBE (PBS)	35
WACP	HC	4	WLVT (PBS)	39	WPVI (ABC)	HC	6	WZPA (AZA)	33	
WBPH		60	WMCN	HC	44	WTVF	51			
WCAU (NBC)	HC	10	WMGM (NBC)	HC	40	WTFX (FOX)	HC	29		
WFMZ	HC	69	WPHL (MNT)	HC	17	WUVP (Univ)	HC	65		

*The following channels require a special dish or equipment: MHz, GEM NET, Hope Channel, JLTV, Once, HITN, V-Me, Enlace, Golden Eagle Broadcasting, and Free Speech TV. Please call 1-800-531-5000 for more information.

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America's Top 200

America's Top 250

Smart Pack

A&E	A&E	HD	118
ABC	ABC Family	HD	180
ALIVE	America Live		219
ANGEL	Angel One		282
ANGL2	Angel Two		266
AXS	AXS TV	HD ONLY	131
BTV	Business Television		3602
BUY!	Buy!		221
TOON	Cartoon Network (E) ^{SAP}	HD	176
TOONW	Cartoon Network (W)		172
CCTV-E	CCTV-E		884
CCNEWS	CCTV-News		265
CHROH	Church Channel		258
CMT	CMT	HD	166
CNBC	CNBC	HD	208
CMN	CMN	HD	200
COMDY	Comedy Central	HD	107
GSPN2	C-SPAN2		211
DISTR	Dystar		283
DISC	Discovery Channel	HD	182
DISE	Discovery Channel (E) ^{SAP}		172
DISW	Discovery Channel (W)		173
DOC	Documentary Channel		197
E!	E! Entertainment Television	HD	114
ESPN	ESPN	HD	140
ESPN2	ESPN2	HD	144
ESPN3	ESPN3		142
ESNWS	ESPN News		141
ESEMU	ESPN2		141
FOOD	Food Network	HD	110
FOXW	FOX News Channel	HD	205
FX	FX ^{SAP}	HD	136
GEMS	Gems & Jewelry TV		229
HGTV	HGTV	HD	112
HIST	History	HD	120
HNN	HLN		202
HRET	Home Racing TV		404
HSN	HSN		84
HSN2	HSN2		226
ICTV	In Country Television		230
INSP	Inspiration Network		259
ION	ION (E)		216
IONW	ION (W)		217
JTV	Jewelry Television		227
LIFE	Lifetime	HD	103
MALL	Mail		220
MTV	MTV	HD	160
MTV2	MTV2		161
NICK	Nick/Nick at Nite (E) ^{SAP}	HD	170
NICKW	Nick/Nick at Nite (W)		171
PRAY	Prayer		256
QVC	QVC		137
REELZ	Reelz Channel	HD	299
SALE	Sale		225
SHOP	shop		224
SHNBC	ShopNBC		228
SBN	SoulLife Broadcasting Network		257
SPIKE	Spike TV	HD	168
SYFY	Syfy	HD	122
TBS	TBS ^{SAP}	HD	139
TLC	TLC	HD	183
TNT	TNT ^{SAP}	HD	138
TRV	Travel Channel	HD	196
TVGAM	TV Game Network		405
TVGN	TV Guide Network		112
TVLND	TV Land		106
USA	USA ^{SAP}	HD	105
VH1	VH1	HD	182
TWC	Weather Channel	HD	214

APL	Animal Planet	HD	184
BBCA	BBC America	HD	135
BET	BET	HD	124
BIG10	Big Ten Network	HD	439
BRAVO	Bravo	HD	129
CBSN	CBS Sports Network	HD	158
CURNT	Current TV		215
DISXD	Disney XD ^{SAP}		174
FOX8	Fox Business Network	HD	206
G4	G4		191
GLVSF	Galavisión	HD	273
GOLF	Golf Channel		401
GSN	GSN	HD	115
HLMRK	Hallmark Channel	HD	188
HUB	Hub		179
ID	Investigation Discovery	HD	192
LMN	Lifetime Movie Network	HD	109
MLB	MLB Network	HD	152
MSNBC	msnbc		209
NHGO	National Geographic Channel	HD	196
NBATV	NBA TV	HD	153
NFL	NFL Network	HD	154
NHLN	NHL Network	HD	157
NKJR	Nick Jr.		169
NUVO	nuvoTV		187
OVATN	Ovation		291
OWN	OWN: Oprah Winfrey Network	HD	189
OXGYN	Oxygen	HD	127
RFDIV	RFD-TV		231
SCI	Science	HD	193
SOAP	SOAPnet		253
SPEED	SPEED	HD	150
STYLE	Style		115
TNCK	TenNick		181
FTRAE	TeleFutura (E)		271
FTRAW	TeleFutura (W)	HD	272
TRUTV	truTV	HD	204
TCM	Turner Classic Movies	HD	132
UNVSN	Univision (E)	HD	270
UNVSW	Univision (W)		228
UDEP	Univision Deportes Network		269

BIO	Bio	HD	119
BTV	Bloomberg Television	HD	203
BOOM	Boomerang ^{SAP}		175
CHIEF	Chief		199
CLOC	cloo		198
COOK	Cooking Channel	HD	113
AMERI	Destination America	HD	194
DIY	DIY		111
ENCOR	Encore (E)	HD ONLY	340
ENCROW	Encore (W) ^{SAP}		341
EACTN	Encore Action		343
EDRAM	Encore Drama		345
ENFAM	Encore Family		347
ELOWE	Encore Love		348
ESUSP	Encore Suspense		344
EWSTN	Encore Westerns		342
EPXDR	EPIX DRIVE-IN ^{SAP}		292
FOXMO	Fox Movie Channel		133
FSC	Fox Soccer Channel	HD	406
FUEL	FUEL TV		398
GMC	gmc		188
GAC	Great American Country (GAC)		185
H2	H2	HD	121
HMC	Hallmark Movie Channel	HD	187
MIL	Military Channel		195
MPLEX	MoviePlex		377
MUN2	mun2		356
MATSW	Meat & Cheese WILD	HD	190
NBCSP	NBC Sports Network	HD	159
NICKT	Nicktoons Network		178
OTDCH	Outdoor Channel		396
RURAL	Rural TV		232
SPMAN	Sportsman Channel	HD	395
TEMS	Tennis Channel	HD	400
TMG-W	The Movie Channel (W) ^{SAP}		329
VERA	Veria	HD	218
VH1C	VH1 Classic		163

ALIVE	America Live		219
ANGEL	Angel One		282
ANGL2	Angel Two		266
APL	Animal Planet		184
BIO	Bio		119
BTV	Bloomberg Television		203
BOOM	Boomerang ^{SAP}		175
BUY!	Buy!		221
CBSN	CBS Sports Network		158
CCTVE	CCTV-E		884
CCNEW	CCTV-News		265
COOK	Cooking Channel		113
CSPAN2	C-SPAN2		211
DYSTR	Dystar		263
DIY	DIY		111
DOC	Documentary Channel		197
FOOD	Food Network		110
FOXW	FOX News Channel		205
GEMS	Gems and Jewelry		229
GAC	Great American Country (GAC)		185
HLMRK	Hallmark Channel		188
HMC	Hallmark Movie Channel		187
HLN	HLN		202
HSN	HSN		84
HSN2	HSN2		226
HUB	Hub		179
ICTV	In Country Television		230
JTV	Jewelry Television		227
MAIL	Mail		220
NICK	Nick/Nick at Nite (E)		170
NICKW	Nick/Nick at Nite (W)		171
NICKT	Nicktoons Network		178
OTDCH	Outdoor Channel		396
QVC	QVC		137
RFDIV	RFD-TV		231
SALE	Sale		225
SCI	Science		193
SHOP	shop		224
SHNBC	ShopNBC		228
TVLND	TV Land		106
TWC	Weather Channel		214

General Channels ¹			
BABY1	BabyFirstTV		9400
BLOCK	Blockbuster Studio Channel		102
BYUTV	BYUTV		9403
CTN	Christian Television Network		267
ARTS	Classic Arts Showcase		9406
CSPAN	C-SPAN		210
DN101	DISH 101		101
EARTH	DISH Earth		287
HOME	DISHHOME (not available on Hopper)		100
ENLACE	Enlace		9411
EWTV	Eternal Word Television ^{SAP}		261
PREVW	Free Preview Guide		103

FSTV	Free Speech TV		9415
KBS	KBS World		9394
KTV	Kids & Teens Television (KTV)		264
LINK	Link TV		9410
NASA	NASA		212
ONPPV	Pay-Per-View Guide		500
PNTGN	Pentagon		9405
TBN	TBN		260
IMPACT	The Impact Network		9397
SABN	Three Angels Broadcasting Network		9393
VME	V-ME		9414

Local Networks 2-70			
ABC	CBS	NBC	FOX
Regional Sports Networks ²			
Hopper			412
All other receivers			409-437

Pay-Per-View			
MOVIE	DISH Cinema		1
MOVIE	DISH Cinema		500-558
SPORT	Sports & Events		454-472

HD - Channels are broadcast in SD and HD unless noted as HD ONLY
 To view channels broadcast in HD, you need an HD TV, a DISH HD receiver, and a DISH HD add-on package.
 BOLD - Channels in bold are some of our most popular channels.
 SAP - Spanish audio feed available. Audio disclaimer on request.
 Available on select HD channels.

1. Channel availability based on one or more of the following: geographical location, time zone, programming package, dish antenna.
 *Available with Multi-Sport Pack or a minimum of America's Top 120 Plus package.



For the most up-to-date Channel Lineup Card, please visit mydish.com/channelcard.



CHANNELS AND PACKAGES

Premium Movie Packages

HBO		
HBO-E	HBO (E) SAP	HD 300
HBOZE	HBO2 (E) SAP	HD 301
HBO5G	HBO Signature SAP	HD 302
HBO-W	HBO (W) SAP	HD 303
HBO2W	HBO2 (W) SAP	304
HBOFM	HBO Family SAP	HD 305
HBOCY	HBO Comedy SAP	HD 307
HBOZ	HBO Zone	HD/HD 308
HBOLT	HBO Latino	HD 309

CINEMAX

MAX-E	Cinemax (E) SAP	HD 310
MAX-W	Cinemax (W) SAP	HD 311
MOMAX	MoreMAX SAP	312
ACMAX	ActionMAX SAP	HD 313
5-MAX	5StarMAX SAP	HD 314

SHOWTIME

SHO-E	Showtime (E) SAP	HD 318
SHO-W	Showtime (W) SAP	HD 319
SHOTO	Showtime 2 SAP	HD 320
SHOCS	Showtime Showcase SAP	HD 321
SHOEX	Showtime Extreme SAP	322
SBVND	Showtime Beyond SAP	323
TMC-E	The Movie Channel (E) SAP	HD 327
TMCXE	The Movie Channel Extra (E) SAP	328
FLIX	FLIX	333

STARZ

ENCOR	Encore (E) SAP	HD 340
STARZ	Starz (E) SAP	HD 350
STRZW	Starz (W) SAP	HD 351
SEDEG	Starz Edge SAP	HD 352
SCINE	Starz Cinema SAP	353
STZC	Starz Comedy	HD 354
SBLCK	Starz InBlack SAP	355
SK&FM	Starz Kids & Family SAP	HD 356

Mini-Packs

EPIX		
EPIX1	EPIX 1 SAP	HD 380
EPIX2	EPIX 2 SAP	HD 381
EPIX3	EPIX 3 SAP	HD/HD 382
EPXDR	EPIX DRIVE-IN SAP	292

Encore Movie Pak

ENCRW	Encore (W) SAP	341
EACTN	Encore Action	343
EDRAM	Encore Drama	345
ENFRM	Encore Family	347
ELOVE	Encore Love	346
ESUSP	Encore Suspense	344
EWSTN	Encore Westerns	342
MPLEX	MoviePlex	377

Mini-Packs

Blockbuster @Home
100,000 movies, shows and games by mail, thousands of titles streamed to your TV with an HD DVR connected to broadband Internet, 25,000 titles available on dishonline.com.

CTRC	Centric	HD/HD 371
CI	Crime & Investigation	368
ESUSP	Encore Suspense	344
EPIX1	EPIX SAP	HD 380
EPIX2	EPIX2 SAP	HD 381
EPIX3	EPIX3 SAP	HD/HD 382
HMC	Hallmark Movie Channel	HD 197
HDNMV	HDNet Movies	HD/HD 383
INDIE	IndiePlex	HD/HD 378
LOGO	LOGO	HD/HD 379
MAVTV	MAVTV American Real	361
MGM	MGM	HD/HD 385
MPLEX	MoviePlex	377
PLDIA	Paladia	HD/HD 389
PIXL	PixL	HD 388
RETRD	RetroPlex	HD/HD 379
SMC	Sony Movie Channel	386
SCINE	Starz Cinema	353
UNIHU	Universal HD	HD/HD 366
VLCTV	Velocity	HD/HD 384
WFN	World Fishing Network	384

Heartland

BABY	Baby TV SAP	824
GMC	gmc	188
GSN	GSN	HD 116
HLMRK	Hallmark Channel	HD 185
HMC	Hallmark Movie Channel	HD 187
HUB	Hub	HD 179
OWN	OWN: Oprah Winfrey Network	189
PIXL	PixL SAP	HD 388
RFDTV	RFD-TV	HD 231
RURAL	Rural TV	232

Outdoor Sports

MAVTV	MAVTV American Real HD	HD/HD 361
OTDCH	Outdoor Channel	398
SPMAN	Sportsman Channel	HD 395
WFN	World Fishing Network	394

Multi-Sport

ESPCL	ESPN Classic	143
FSC	Fox Soccer Channel	HD 406
FUEL	FUEL TV	398
MLBN	MLB Network	HD 152
MLBSZ	MLB Network Strike Zone	153
NFL	NFL Network	HD 154
NFLRZ	NFL RedZone	HD 155
NBATV	NBA TV	HD 156
NHLN	NHL Network	HD 157
USN	Universal Sports	402

Plus over 25 Regional Sports Networks

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Get all the extras for nothing extra. Visit dishperks.com

Need some help?

mydish.com/support

facebook.com/dish

twitter.com/dish

DISH 101 - Support Channel (Ch. 101)



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EXHIBIT 2

XFINITY® TV Channel Lineup



Essex, Gloucester, Manchester-by-the-Sea & Rockport, MA

C-171 | 05.13

Limited Basic

- 2 WGBH-2 (PBS) Boston /
HD 702
- 3 WFXT-25 (FOX) Boston /
HD 706
- 4 WBZ-4 (CBS) Boston / **HD 704**
- 5 WCVB-5 (ABC) Boston /
HD 705
- 6 Local Access
- 7 WHDH-7 (NBC) Boston /
HD 707
- 8 WLVI-56 (CW) Boston /
HD 708
- 9 WSBK myTV38 (MyTV) Boston /
HD 714
- 10 WGBX-44 (PBS) Boston /
HD 711
- 11 WBPX-68 (ION) Boston /
HD 803
- 12 Local 12
- 13 QVC
- 15 WUTF-66 (IND) Marlborough /
HD 713
- 16 WUNI-27 (UNI) Worcester /
HD 712
- 17 WMFP-62 (IND) Lawrence /
HD 720
- 18 WBIN (IND) / **HD 703**
- 19 WNEU-60 Manchester, NH /
HD 703
- 20 Cape Ann Focus
- 21 HSN
- 22 NECN
- 23 CNN
- 47/188 Jewelry TV
- 63/184 EWTN
- 69 C-SPAN
- 100 Shop NBC
- 112 Trinity Broadcasting Network
- 156 C-SPAN2
- 183 CatholicTV
- 294 WBIN-Live Well Network
- 295 WBIN-COOL TV
- 298 WLVI-TCN
- 300 WHDH-This TV
- 306 WCVB MeTV
- 310/598 WFXZ-24 (Mundo Fox)
- 316 WGBH World
- 317 WGBX Create
- 318 WGBX Kids
- 324/599 WUNI-LATV
- 329 WNEU-Exitos
- 590 XFINITY Latino

Expanded Basic

- 24 CNN Headline News
- 25 CNBC
- 27 Fox News
- 30 TBS
- 31 Discovery Channel
- 32 TLC
- 33 Lifetime
- 34 ABC Family Channel
- 35 USA Network
- 36 A&E
- 37 TNT
- 38 AMC
- 39 History
- 40 HGTV

- 41 Food Network
- 42 The Weather Channel
- 43 Comedy Central
- 44 FX
- 45 E!
- 46 Bravo
- 48 Nickelodeon
- 49 Disney Channel
- 50 Syfy
- 52 MTV
- 53 VH1
- 54 Spike TV
- 55 Hallmark Channe
- 56 ESPN
- 57 ESPN2
- 58 Comcast SportsNet
- 59 NESN
- 61 NBC Sports Network
- 62 Cartoon Network
- 64 RTPi
- 65 Animal Planet
- 66 Travel Channel
- 67 Local - PEG Access
- 68 TV Land
- 70 BET
- 114 MSNBC
- 121 Golf Channel
- 133 Fox Business Network
- 138 Hallmark Channel
- 142 Lifetime Movie Network
- 186 truTV

Digital Economy (Includes Limited Basic)

- 21 HSN
- 23 CNN
- 27 Fox News
- 29 The Weather Channel
- 31 Discovery Channel
- 33 Lifetime
- 35 USA Network
- 36 A&E
- 38 AMC
- 39 History
- 41 Food Network
- 43 Comedy Central
- 45 E!
- 49 Disney Channel
- 62 Cartoon Network
- 65 Animal Planet
- 68 TV Land
- 69 C-SPAN
- 70 BET
- 116 H2
- 138 Hallmark Channel
- 184 EWTN
- 186 truTV
- 710 NECN HD**
- 727 The Weather Channel HD**
- 734 Hallmark Channel HD**
- 735 truTV HD**
- 737 Lifetime HD**
- 741 QVC HD**
- 746 Cartoon Network HD**
- 754 Comedy Central HD**
- 760 CNN HD**
- 762 History HD**
- 763 USA Network HD**
- 765 Discovery HD**
- 769 Food Network HD**
- 771 A&E HD**

- 780 Animal Planet HD**
- 783 Disney HD**
- 786 AMC HD**
- 804 HSN HD**
- 828 BET HD**

Digital Starter (Includes Limited Basic and Expanded Basic)

- 29/128 Bloomberg Television
- 104 Investigation Discovery
- 109 BBC America
- 115 bio.
- 116 H2
- 119 style.
- 129 G4
- 135 gmc
- 140 WE tv
- 151 PBS Kids Sprout
- 167 Hallmark Movie Channel
- 182 TV Guide Entertainment
- 187 C-SPAN3
- 263 MoviePlex
- 333 XFINITY 3D 3**
- 334 ESPN 3D 3**
- 710 NECN HD**
- 715 bio. HD**
- 726 MSNBC HD**
- 727 The Weather Channel HD**
- 734 Hallmark Channel HD**
- 735 truTV HD**
- 737 Lifetime HD**
- 738 Hallmark Movie Channel HD**
- 740 Travel Channel HD**
- 741 QVC HD**
- 746 Cartoon Network HD**
- 747 Nick HD**
- 749 Lifetime Movie Network HD**
- 754 Comedy Central HD**
- 755 Spike TV HD**
- 756 E! HD**
- 759 CNN Headline News HD**
- 760 CNN HD**
- 761 TBS HD**
- 762 History HD**
- 763 USA Network HD**
- 764 TNT HD**
- 765 Discovery HD**
- 766 Pallada**
- 767 Universal HD**
- 768 HGTV HD**
- 769 Food Network HD**
- 771 A&E HD**
- 772 ESPN HD**
- 773 NESN HD**
- 774 NBC Sports Network HD**
- 775 Golf Channel HD**
- 776 Velocity HD**
- 778 ESPN2 HD**
- 779 Comcast SportsNet HD**
- 780 Animal Planet HD**
- 781 Syfy HD**
- 783 Disney HD**
- 784 ABC Family HD**
- 785 Science Channel HD**
- 786 AMC HD**
- 787 TLC HD**
- 788 FX HD**
- 789 Bravo HD**
- 790 Fox News HD**

- 791 Fox Business Network HD**
- 792 CNBC HD**
- 793 WE tv HD**
- 798 VH1 HD**
- 799 MTV HD**
- 804 HSN HD**
- 821 Style. HD**
- 825 G4 HD**
- 828 BET HD**
- 831 H2 HD**
- 833 Bloomberg Television HD**
- 834 BBC America HD**

MultiLatino Max

- 30 TBS
- 32 TLC
- 37 TNT
- 46 Bravo
- 48 Nickelodeon
- 50 Syfy
- 52 MTV
- 53 VH1
- 54 Spike TV
- 56 ESPN
- 57 ESPN2
- 58 Comcast SportsNet
- 59 NESN
- 61 NBC Sports Network
- 121 Golf Channel
- 142 Lifetime Movie Network
- 151 PBS Kids Sprout
- 747 Nick HD**
- 749 Lifetime Movie Network HD**
- 761 TBS HD**
- 764 TNT HD**
- 772 ESPN HD**
- 773 NESN HD**
- 774 NBC Sports Network HD**
- 775 Golf Channel HD**
- 778 ESPN2 HD**
- 779 Comcast SportsNet HD**
- 781 Syfy HD**
- 787 TLC HD**
- 789 Bravo HD**
- 798 VH1 HD**
- 799 MTV HD**

Digital Preferred

- 101 The Hub
- 102 Science Channel
- 103 Destination America
- 105 OWN (Oprah Winfrey Network)
- 106 The Military Channel
- 107 Current TV
- 108 GSN
- 110 CMT
- 111 fuse
- 113 Halogen TV
- 117 Disney XD
- 118 Disney Junior
- 119 style.
- 120 National Geographic Channel
- 122 Speed Channel
- 123 NHL Network
- 124 NFL Network
- 127 Outdoor Channel
- 130 Discovery Fit and Health
- 132 ESPNNews
- 137 MTV2

139 MTV Jams
 141 Turner Classic Movies
 143 GMT Pure Country
 144 VH1 Classic
 147 IFC
 148 Nick Jr.
 149 GAC
 150 Nat Geo WILD
 152 TeenNick
 153 Nick Too
 154 Nicktoons
 155 VH1 Soul
 157 RLTV
 158 The Word Network
 159 Oxygen
 160 MTV Hits
 161 LOGO
 164 Sundance Channel
 168 BBC World
 175 CBS Sports Network
 176 TV One
 178 The Sportsman Channel
 179 Cooking Channel
 180 DIY
 185 MLB Network
 195 Centric
 196 Baby First TV America
 235 Flix
 248 Encore
 250 Encore Love
 252 Encore Westerns
 254 Encore Suspense
 256 Encore Drama
 258 Encore Action
 260 Encore Family
 261 retroplex
 262 indieplex
 281 Tr3s
 282 Mun2
 292 NBA TV
 293 ESPN
 332 Daystar
 339 Mnet
 340 ReelzChannel
 341 Ovation
 342 Jewish Life TV (JLTV)
 626 Mun2
 631 Tr3s
 637 Galavisión
 728 **CMT HD**
 732 **ESPNews HD**
 734 **Hallmark Channel HD**
 736 **Turner Classic Movies HD**
 739 **Destination America HD**
 744 **IFC HD**
 745 **Fuse HD**
 748 **Encore HD**
 770 **National Geographic HD**
 777 **NFL Network HD**
 785 **Science Channel HD**
 795 **MLB Network HD**
 796 **NHL Network HD**
 797 **Disney XD HD**
 817 **NBA TV HD**
 820 **Ovation HD**
 821 **Style. HD**
 822 **ESPNU HD**
 823 **CBS Sports Network HD**
 826 **TV One HD**
 829 **AXS TV**
 830 **GMC HD**
 832 **Investigation Discovery HD**
 837 **Oxygen HD**
 838 **Nat Geo Wild HD**

Sports Entertainment Package

122 Speed Channel
 123 NHL Network
 124 NFL Network
 125 Fox Soccer Channel
 127 Outdoor Channel
 131 ESPN Classic
 132 ESPNews
 136 ESPN Goal Line
 141 Turner Classic Movies
 146 Fox Movie Channel
 171 FCS Atlantic
 172 FCS Central
 173 FCS Pacific
 175 CBS Sports Network
 178 The Sportsman Channel
 185 MLB Network
 289 Big Ten Network
 291 NFL RedZone
 292 NBA TV
 293 ESPNU
 337 PAC 12
 338 Outside TV
 343 Crime & Investigation
 344 Military History Channel
 345 beIN Sports (English)
 394 Tennis Channel
 395 SportsNet NY (OOM)
 396 Comcast SportsNet Bay Area (OOM)
 397 Comcast SportsNet Chicago (OOM)
 656 beIN Sports (Spanish)
 732 **ESPNews HD**
 736 **Turner Classic Movies HD**
 777 **NFL Network HD**
 794 **NFL RedZone HD**
 795 **MLB Network HD**
 796 **NHL Network HD**
 817 **NBA TV HD**
 822 **ESPNU HD**
 823 **CBS Sports Network HD**
 824 **Big Ten Network HD**
 827 **Tennis Channel HD**
 840 **Fox Soccer HD**

Music Choice®

Requires Digital Economy or Digital Starter.

401-446

Channel Information available on musicchoice.com

Pay-Per-View

450 Playboy
 452 Juicy
 453 XTSY
 454 Penthouse TV
 455 REAL
 457 TEN
 458 IN DEMAND PPV
 459 IN DEMAND HD
 460-462 IN DEMAND PPV
 700 IN DEMAND HD

Sports Pay-Per-View

501-506 ESPN Fullcourt/Gameplan
 531-544 NHL Center Ice
 MLB Extra Innings
 545 **GAME HD**
 546 **GAME 2 HD**

Digital Premium

201 HBO
 202 HBO2
 203 HBO Signature
 204 HBO Family
 205 HBO Comedy
 206 HBO Zone
 207 HBO Latino
 208 HBO West
 221 Showtime
 222 Showtime 2
 223 Showtime Showcase
 224 Showtime Extreme
 225 Showtime Beyond
 231 The Movie Channel
 232 TMC Xtra
 235 Flix
 241 Starz
 243 Starz Edge
 244 Starz Kids & Family
 245 Starz Cinema
 268 WMax
 269 @Max
 270 Cinemax
 271 MoreMax
 272 ActionMax
 273 ThrillerMax
 274 Cinemax West
 278 5StarMax
 279 OuterMax
 450 Playboy Channel 1
 750 **HBO HD**
 751 **Showtime HD**
 752 **Starz HD**
 753 **Cinemax HD**
 802 **Showtime 2 HD**
 810 **TMC HD**
 811 **TMC Xtra HD**
 812 **HBO2 HD**
 813 **HBO Zone HD**
 815 **HBO Latino HD**
 816 **Showtime Extreme HD**

International Channels²

850 TV Globo
 851 SIC
 852 Zee TV
 854 RTN
 855 TV Japan
 856 CCTV-4
 857 TV Asia
 858 TV5MONDE
 859 The Filipino Channel
 860 Rai Italia
 862 PFC

MultiLatino

280 History en español
 281 Tr3s
 282 Mun2
 283 Discovery en español
 284 Cine Latino
 285 Viendo Movies
 286 FOX Deportes
 287 CNN en Español
 288 ESPN Deportes
 600 TBN Enlace USA
 601 Telefe Internacional
 602 TV Chile
 603 TV Colombia
 604 VideoRola
 605 Utilísima
 606 TVE East
 607 TV Venezuela
 608 Telehit
 609 Ritmoson Latino
 610 Bandamax
 611 De Película
 612 De Película Clásico
 613 SUR Perú
 614 Canal SUR
 615 Once México
 616 Multimedios Televisión
 617 Mexicana
 618 HTV
 619 Gran Cine
 620 EWTN Español
 621 Ecuavisa Internacional
 622 CB Tu Televisión Michoacán
 623 Caracol TV
 624 Canal 52MX
 625 Supercanal Caribe
 626 Mun2
 627 Discovery en español
 628 Cine Latino
 629 FOX Deportes
 630 CNN en Español
 631 Tr3s
 632 Viendo Movies
 633 Cine Mexicano
 635 History en español
 636 WAPA America
 637 Galavisión
 638 ESPN Deportes
 639 Televisión Dominicana
 640 TeleFormula
 641 Discovery Familia
 643 La Familia CosmoVision
 644 HITN
 645 Pasiones
 646 VME Kids
 647 LAS
 648 CentroAmericana
 649 Baby First Americas (Spanish)
 650 UniMás West
 651 Univision West
 656 beIN Sports



Some restrictions apply. Not all programming is available in all areas. Digital capable equipment is required to receive any channel. High-definition capable equipment is required to receive high-definition channels. Additional equipment fees may apply.

1 A subscription to Playboy Channel digital service is required to receive this channel.
 2 Available for individual purchase only.
 3 Requires 3D TV, Comcast digital converter and subscription to 3D Technology Fee.

EXHIBIT 3



August 14, 2012
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006

To Whom It May Concern:

SNL Kagan utilizes a multi-step process to accurately identify cable client franchise areas and associated ZIP and ZIP+4 Codes. (A ZIP+4 Code includes the five digits of the United States Postal Service ZIP Code, a hyphen, and four more digits that determine a more precise location than the ZIP Code.)

This methodology was developed to address the potential shortcomings in utilizing 5-digit ZIP Code data for "Effective Competition" petitions. The basic methodology has been in place for several years and has been used successfully in many Effective Competition cases at the FCC.

Because ZIP Codes and municipal boundaries are created and managed by different government authorities, the boundaries of ZIP Codes and municipal boundaries often overlap. ZIP Codes frequently span between and beyond municipal boundaries. ZIP+4 Codes, however, usually reside in one and only one municipality. SNL Kagan uses Place, Minor Civil Division (MCD), and County boundaries from Dynamap® a division of Pitney Bowes Business Insight, to determine municipal boundaries. SNL Kagan uses the Dynamap® ZIP+4 Centroids database, which contains ZIP+4 centroid correspondence for virtually all deliverable ZIP+4s, to identify ZIP+4 Codes within municipal boundaries, among the over 60 million ZIP+4s in all 50 states, DC, and Puerto Rico, based on current data from the USPS and the U.S. Bureau of the Census, and the Tele Atlas master street database.

SNL Kagan then utilizes its ZIP+4 Code mapping to enable our clients to obtain proper "Direct-to-Home" (DTH) subscriber counts for their respective franchise areas by tracking DTH subscribers at the ZIP+4 Code level. (Where SNL Kagan determines that a ZIP Code falls entirely within a franchise area, however, it is unnecessary to identify DTH subscribers at the ZIP+4 Code level for that 5-digit ZIP Code. In these instances, SNL Kagan identifies such 5-digit ZIP Codes and, accordingly, DTH subscribers are identified by the 5-digit ZIP code only.)

Only ZIP+4 Codes that meet specific criteria are included in this report. The following criteria must be met:

- The centroid of the ZIP+4 Code is within the franchise area; and
- The USPS ZIP+4 Record Type (from Dynamap® ZIP+4 Centroids) is either H- high rise or S - street.

Our methodology has been used by many multiple system operators (MSOs) as part of their Effective Competition relief efforts, and we believe this methodology produces the most accurate and detailed view of ZIP+4 data as it relates to cable franchise areas.

A handwritten signature in black ink, appearing to read "Pinna Gallant", with a long horizontal line extending to the right.

Pinna Gallant
Senior Product Manager
SNL Kagan

Financial Institutions | Real Estate | Energy | Media & Communications

One SNL Plaza, PO Box 2124, Charlottesville, VA 22902 | +1.434.977.1600 | +1.434.977.4466 fax

Alfredabad | Arlington | Boston | Boulder | Islamabad | Jersey City | London | Monterey | New York | Richmond | SNL.com

EXHIBIT 4

ECTR – Effective Competition Tracking Report



Provided by
Satellite Broadcasting and Communications Association

Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated March 14, 2013 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: April 26, 2013

ZIP Codes	DTH Count
Requested total for Gloucester, MA	2050

Data is current through 3/31/2013

Report Prepared by:
Martin Esteves
Manager, Membership and Data Management
202-349-3630
mesteves@sbca.org

Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

Data Current as of 3/31/2013

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Total

2050

EXHIBIT 5



H1

OCCUPANCY STATUS

Universe: Housing units

2010 Census Redistricting Data (Public Law 94-171) Summary File

NOTE: For information on confidentiality protection, nonsampling error, and definitions, see <http://www.census.gov/prod/cen2010/pl94-171.pdf>

NOTE: Change to the California, Connecticut, Mississippi, New Hampshire, Virginia, and Washington P. L. 94-171 Summary Files as delivered.

	Gloucester city, Massachusetts
Total:	14,557
Occupied	12,486
Vacant	2,071

Source: U.S. Census Bureau, 2010 Census.

EXHIBIT 6

	A	B	C	D	E
1	Community	State	DBS Subscribers	2010 Census Occupied Housing Units	% of DBS Penetration In Franchise Area Column C/ Column D
2	Gloucester	MA	2050	12,486	16.42%

CERTIFICATE OF SERVICE

I, Deborah D. Williams, do hereby certify on this 4th day of June, 2013 that a true and correct copy of the foregoing "Petition for Special Relief" has been sent via U.S. mail, postage prepaid to the following:

William Lake, Chief, Media Bureau
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

The Honorable Carolyn Kirk
Office of the Mayor
City of Gloucester
9 Dale Avenue
Gloucester, MA 01930]

Geoffrey G. Why
Commissioner
Massachusetts Department of
Telecommunications and Cable
1000 Washington Street, Suite 820
Boston, MA 02118-6500

Sean M. Carroll
Hearing Officer
Massachusetts Department of
Telecommunications and Cable
1000 Washington Street, Suite 820
Boston, MA 02118-6500


Deborah D. Williams